

# Exhibit 1

1  
2 UNITED STATES DISTRICT COURT  
3 SOUTHERN DISTRICT OF NEW YORK  
4

5 INTERNATIONAL BUSINESS )  
6 MACHINES CORPORATION, )  
7 Plaintiff, ) 20 Civ. 4573  
8 vs. )  
9 RODRIGO KEDE DE FREITAS LIMA, )  
10 Defendant. )  
-----)

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12  
13 REMOTE VIDEOTAPED DEPOSITION OF JUAN ZUFIRIA  
14 New York, New York  
15 July 10, 2020  
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24 Reported by: BONNIE PRUSZYNSKI, RMR, RPR, CLR  
25 JOB NO. 181566

1 J. Zufiria

2 A. Yes, I understand.

3 Q. And what did you do to prepare for  
4 the deposition today, if anything?

5 A. I talked to my lawyers. That is  
6 like -- I think it was around four times in  
7 the last three weeks.

8 Q. And other than your lawyers, did  
9 you speak to anyone else at IBM about your  
10 deposition today?

11 A. No.

12 Q. Did you speak to anyone else at IBM  
13 to get information for you that is relevant  
14 to this particular case?

15 MR. SIGNORACCI: And I will just  
16 instruct the witness not to reveal the  
17 contents of any communications you had  
18 with counsel, including any instructions  
19 you received from counsel.

20 Q. Okay. Other than counsel.

21 A. No.

22 Q. And let me ask you, are you taking  
23 any medications that would impact your  
24 ability to recall events in this particular  
25 matter?

1 J. Zufiria

2 Q. And that individual is not the CEO  
3 of the company; correct?

4 A. Correct.

5 Q. Did you consider that to be a  
6 demotion of any kind, given that you had  
7 previously reported to the CEO and the  
8 chairman of the company, and now you are  
9 reporting to someone that runs IBM Services,  
10 Mr. Foster?

11 A. Not at all. This is a change of  
12 strategy that I have supported myself.

13 Q. All right. So, let's talk a little  
14 bit about Rodrigo Lima. You know Mr. Lima;  
15 correct?

16 A. Yes.

17 Q. And when did you first meet  
18 Mr. Lima? If you can't give me an exact  
19 date, you could say more than ten years ago.  
20 Just generally.

21 A. Generally, I would say  
22 approximately around seven, six years ago.

23 Q. And you were both working at IBM  
24 for some period of time at that point?

25 A. Yes. Yes.



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Q. And what was the reason you came to know Mr. Lima at IBM at that point in time?

A. I was -- I think I met him the first time, he was a member of -- he was on a strategy team, and he participated in some of the meetings. So, I met him there.

And later he became also a member of the PT, performance team, and I was a member of the performance team, so we met quite openly, because we were members of the performance team.

Q. Okay. And in the beginning, there was no -- at the time when you met Mr. Lima, there was no reporting relationship between the two of you; correct?

A. No reporting relationship.

Q. And did there come a time when Mr. Lima began reporting to you?

A. Yes.

Q. And approximately when did that occur?

A. February the 1st of 2019, when I took this current job as senior vice president of Global Technology Services.

1 J. Zufiria

2 of the management system, another once a week  
3 formally established.

4 Q. How many individuals did you have  
5 reporting to you in 2019, let's say? You  
6 know, the first line.

7 A. Seven geographies and another staff  
8 of four, another four reportees, part of my  
9 staff that runs the global service lines and  
10 the support functions. Legal, human  
11 resources, finance.

12 Q. Ballpark, how many total  
13 individuals directly reported to you? I'm  
14 not talking about people in the entire  
15 organization, but on your direct line.

16 A. I would say around 15 people  
17 approximately. I don't have it precisely.  
18 Fifteen people.

19 Q. And Mr. Lima had the job title or  
20 job band of general manager; correct?

21 A. Yes. General manager of North  
22 America.

23 Q. And you had the job title of senior  
24 vice president; correct?

25 A. Yes.



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Q. And how many of the 15 that reported to you were also general managers?

A. I would say around nine or something like this. Ten.

Q. So, you had ten general managers reporting to you. Rodrigo was one of those. Correct?

A. Yes.

Q. And what was your opinion of Mr. Lima's performance during the period of time that he reported to you?

A. When I took the job, okay, he was, I would say, one of the leaders with bigger future, and we systematically invested in him before I came, and we continued to invest in him as a future leader of IBM.

So, all the references were very positive. My references were positive, as in a strong leader in IBM.

Q. Did you find him to be a truthful person?

A. Yes. I have to say at that time, yes.

Q. Did you find him -- did you find

1 J. Zufiria

2 We discussed the pros and cons of  
3 each one of the options. He said okay, let  
4 me think about which one would be better for  
5 my career decision.

6 Q. We know ultimately he took the job  
7 running the integrated accounts; correct?

8 A. Yes.

9 Q. What was the other job he was  
10 offered?

11 A. I was offering him to run a job  
12 which is a technology services, Technology  
13 Support Services, which is a piece of GTS,  
14 and that was a global job. I wanted to give  
15 him the possibility to run an integrated  
16 business globally end to end, okay, for IBM.

17 Q. Did you say -- the court reporter  
18 wrote down, "I was offering him a job which  
19 is a terminal services"? Is that what you --  
20 is that the word?

21 A. No, no. It's called Technology  
22 Support Services. It's a piece of Global  
23 Technology Services that has its own entity.

24 Q. Okay.

25 A. Its own end-to-end profit and loss,



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We do it immediately. Most of the changes we do immediately. Obviously, we allow the leaders later to transition after the announcement. Okay? So that transfer of information from one leader to the next leader.

Q. Do you know the --

A. Normally we change -- we do the change fast.

Q. Did you finish your answer.

A. Yes.

Q. Okay. Good.

Do you know the day the announcement went out about this change involving Mr. Lima, approximately?

A. Difficult to remember. I don't remember. 15th of January or something like this. I don't know the exact date.

Q. And was it sent by you announcing this change or by someone else?

A. It was done -- we made a call with Bridget van Kralingen, the new -- the leader for Mr. Lima and myself.

Q. Okay.

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2 A. And there is a similar conversation  
3 on the transferring of the organization. The  
4 two leaders, we got together in a call and  
5 made the announcement.

6 Q. Can you state the name again of the  
7 individual who was going to become his new  
8 manager?

9 A. Yes. Ms. Bridget van Kralingen.

10 Q. Bridget van Kralingen?

11 A. Yes.

12 MR. SIGNORACCI: Kralingen, G-E-N  
13 at the end.

14 MR. DELIKAT: Can you spell it?  
15 You can put it in, if you know.

16 MR. SIGNORACCI: Sure, sure. It's  
17 B-R-I-D-G-E-T, space, lower case V-A-N,  
18 space, K-R-A-L-I-N-G-E-N.

19 Q. And I will refer to her as Bridget.  
20 Is she also at the senior vice president  
21 title?

22 A. Yes. She is a senior vice  
23 president of what we call Global Markets.

24 Q. And she is -- you are the senior  
25 vice president of GTS. What's her title?



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2 She's senior vice president of what?

3 A. Today, she is the senior vice  
4 president of Global Markets.

5 Q. And do you know approximately how  
6 many general managers report to Bridget, at  
7 least in this year of 2020?

8 A. We have the seven geographies and  
9 another 12 people, or 11 general managers  
10 report to her.

11 Q. And so, this is the middle of  
12 January. Do you recall when, approximately  
13 what date IBM told its employees to go into  
14 lockdown or to shelter in place because of  
15 Covid-19? When did that happen?

16 A. This happened around the -- I think  
17 it's around 13 of March or something like  
18 this, more or less. I remember because that  
19 day -- the day that the U.S. lock down, I  
20 think that's when we already established  
21 saying people shouldn't go to the office.

22 MR. SIGNORACCI: Mike, if you are  
23 heading in a new direction, would this be  
24 a good time to take a break?

25 MR. DELIKAT: Let me finish this



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2 integrated accounts are exactly North  
3 America. There is a list, and I don't have  
4 it in my brain.

5 Q. And when Mr. Lima was the general  
6 manager for North America, he did not have  
7 responsibilities for Brazil, did he?

8 MR. SIGNORACCI: Objection to form.

9 A. No.

10 MR. SIGNORACCI: But you can  
11 answer.

12 A. No.

13 Q. And are you aware of the fact that  
14 Mr. Lima had an apartment or a home in São  
15 Paulo?

16 A. I didn't know. I never discussed  
17 this with him.

18 Q. So, he never told you that part of  
19 the reason he was flying to South America was  
20 he had property there and relatives there,  
21 and that was the reason he would visit?

22 A. Well, we comment that he was  
23 sometimes to visit the family. Sometimes he  
24 was member of a board of directors of a  
25 company in Latin America, and he was visiting

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the accounts for which he was the partnership executive. Okay?

But every day he was going to Latin America, I was not discussing why are you going to do this flight or what you are going to do in the following two or three days.

Q. Did he ever tell you he has a stepson in Brazil who suffers from a medical condition?

A. He told me that he has a stepson that was going through difficulties, okay, and that was creating some personal tension, tension for him.

Q. Did he tell you that stepson was living in Brazil?

A. I don't remember we specifically said that. I don't remember having in my mind that the stepson was in Brazil or he was in North America with him. I don't remember that.

Q. Did he ever tell you that he has a son in high school in the United States who was going on to college and wanted to be a doctor?



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A. Yes. He mentioned to me he is interested in his son pursuing education in the United States.

Q. And did he ever mention to you that his parents live in Brazil?

A. Not specifically, but I guess I assumed that. Okay? It would not be a surprise for me that his parents live in Brazil, yes.

Q. Did he ever tell you that he was financially responsible for his parents?

A. No.

Q. Okay. We have been talking a lot about GTS and services. If you could explain to a layman, what is the services part of the business, when people refer to services, and make it in an explanation that is not too technical, please.

A. If -- when I think of services in a broad term, it's basically saying I go to our client, and I am going to manage your IT environment for you. I'm going to manage how the machines perform. I'm going to prepare, make the changes in your environment, and I



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will do this work for you. We call it -- in most of the cases, we call it outsourcing. I will perform activities for you. This is a core part of our business, is the outsourcing.

So, I'm going to establish the machines, establish the connectivity of the machines, and I am going to perform the activities to be sure that this works. This implies procuring equipment, establishing the software, and put in the environment and maintain the environment working for the client.

Q. Okay. And in the outsourcing part of the business, are there companies like Accenture that compete with IBM for that work?

A. Yes. There are companies that compete with us for that work, yes, and also Indian firms.

Q. Okay.

A. And also, a big part of our work is now moving to the cloud, and we have our own cloud to perform those services. We also

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2 compete with the public cloud providers now,  
3 with the Amazons, with the Microsofts and  
4 with the Googles.

5 Q. But during the time Mr. Lima was  
6 the senior -- was the general manager for  
7 North America in GTS, the competitors for  
8 just the services part of the business would  
9 have been Accenture; correct?

10 MR. SIGNORACCI: Object to form.

11 You can answer.

12 A. Let me -- let me answer to that.  
13 Normally, we are competing with consortium of  
14 Accenture plus Microsoft. That was the  
15 typical competition. It was -- the  
16 competition was the client decides what kind  
17 of infrastructure they are going to use to  
18 run the environment, is it going to be IBM  
19 public cloud, is it going to be Microsoft  
20 public cloud, and how the work is going to be  
21 performed to move the workload from where  
22 they have today to the public cloud.

23 The work in our case is done by IBM  
24 in this same way, to build infrastructure,  
25 where we are competing. Our competitors go



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2 together. They say, I move the workloads to  
3 Microsoft, and a combination of Microsoft and  
4 Accenture competes with us.

5 Q. But Microsoft does not build  
6 infrastructure; correct?

7 A. Yes, Microsoft builds  
8 infrastructure. Its public cloud is an  
9 infrastructure.

10 Q. But we are talking about the  
11 infrastructure mainframes, for example. Does  
12 Microsoft make mainstreams?

13 A. No. "Infrastructure" is a broad  
14 term, because you can have mainframes, you  
15 can have servers in your premises, or you can  
16 have public clouds in a public environment.

17 So, you can build different types  
18 of infrastructures. It's true, Microsoft  
19 doesn't build mainframes, but we build all  
20 the type of infrastructure. Microsoft builds  
21 the public cloud infrastructure in  
22 competition with the public cloud  
23 infrastructure we build for our clients.

24 Q. Microsoft is not considered to be  
25 an outsourcing firm, is it? That would be a



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framing the transactions with the clients,  
and understanding the opportunities of  
business with the clients. He had very  
strong insight into the clients. So, I think  
that this would be a very good help for this  
organization.

Q. Any other positive traits you saw  
in him which you thought would enable him to  
be successful in this role?

A. I think --

Q. Other than -- wait a second. Let  
me finish the question.

Any other traits other than  
creativity that you saw in him that would  
help him succeed in this role?

A. I think besides the creativity and  
the understanding of the client problems,  
trying to see the problems from the client's  
side, the client side, I would say  
creativity, client insight, and probably a  
very deep knowledge of IBM strategy, because  
comparing to other leaders, he has been much  
more exposed to the strategy conversation.  
So, probably he could articulate that well

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2 and give value for a client, because of the  
3 depth of knowledge and understanding of the  
4 strategy.

5 MR. DELIKAT: All right. Why don't  
6 we take a break here.

7 MR. SIGNORACCI: 5:05?

8 MR. DELIKAT: Sure.

9 THE VIDEOGRAPHER: We are going off  
10 the record at 4:58 p.m.

11 (Recess taken.)

12 THE VIDEOGRAPHER: We are going  
13 back on the record at 5:09 p.m.

14 BY MR. DELIKAT:

15 Q. Okay. I want to just go back over  
16 one other thing. You, I believe, stated in  
17 your earlier testimony that you learned that  
18 Mr. Lima resigned from someone in human  
19 resources; correct?

20 A. Yes.

21 Q. And is it your testimony you had no  
22 conversations with Mr. Lima about his  
23 resignation?

24 A. No.

25 Q. Okay.



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2 A. No conversation with Rodrigo.

3 Q. All right. So, you did not talk to  
4 Rodrigo about his decision to resign?

5 A. No.

6 Q. He didn't tell you why he was  
7 leaving IBM?

8 A. No. He didn't tell me anything.

9 Q. You didn't try to change his mind?

10 A. No. I think that when I was  
11 communicated, it was already a fact. It was  
12 already done.

13 Q. Did his resignation come as a  
14 surprise to you when HR told you about it?

15 A. I would say 50/50, okay? I thought  
16 that with all the investment I have done with  
17 him in the last year, I think that he -- I  
18 felt that he was very committed to the  
19 success of IBM. On the other hand, I always  
20 have a face on the conversations about his  
21 leave and things like that, that he was  
22 always discussing or considering options.

23 So, therefore, I have to say, I'd  
24 be feeling that, oh, my God, Rodrigo is  
25 leaving, I thought that he was already



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whole meeting.

Q. And are you aware of whether or not Mr. Lima attended that meeting?

A. Yes, he attended the meeting. He was reporting to me, and he was invited as one of the general managers, the most promising general managers.

Q. Okay. And did Mr. Lima stay for the entire meeting or just for part of it?

A. He stayed. He was invited for the entire meeting.

Q. Was he there for the entire meeting?

A. I think so, yes. I -- I don't -- I have it in my mind that he was there for the full meeting.

Q. Okay. And this meeting occurred where? Where did it take place?

A. It took place in the Thomas Watson Research Center in Yorktown Heights.

Q. Is this a once-a-year meeting or on what frequency does it occur?

A. Once a year there is a strategy meeting between the senior VPs, five or six

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key general managers and the board of directors.

Q. Okay. If we look at --

MR. DELIKAT: You will have to go down, Shawn, to IBM Bates stamp 100647.

MR. BUTTE: 647?

MR. DELIKAT: 647 are the last three digits.

MR. SIGNORACCI: Can you tell us how many pages this document is?

MR. DELIKAT: Seventy-two. We are giving you the Bates stamp page, so --

MR. SIGNORACCI: Thank you.

Q. Okay. Do you see this page here that has a box, and it says "Taking on Google"; correct?

A. Yes.

Q. Do you see that?

A. Yes.

Q. And in the middle of the page, it says, "This is a race." Do you see that?

A. "This is a race." Yes, I see this.

Q. Do you recall the -- yeah. Do you recall the discussion on this at the meeting?



1 J. Zufiria  
2 started three years ago. It's still alive,  
3 and it's going to last another ten years.

4 Q. Well --

5 MR. SIGNORACCI: Juan, are you  
6 there?

7 THE WITNESS: Yes, I'm here.

8 MR. SIGNORACCI: Did you say --  
9 what was the last line of your testimony?  
10 Did you say ten years, one zero?

11 THE WITNESS: Yes, ten years, for  
12 the following ten years.

13 Q. So, let me just ask a very simple  
14 question. When you use the word "now," you  
15 mean now and going back three years; is  
16 that -- is that your testimony?

17 MR. SIGNORACCI: Objection to form.

18 A. When I say "now," it's something  
19 that exists in this moment, and when I say  
20 "now" is -- in ahora, in their language, we  
21 are working, I don't say this morning. Okay?  
22 When I say "now," now is the battle that  
23 means -- it's not a battle of the mainframe  
24 that was 20 years ago. It's an existing  
25 battle. Okay? Now is the battle.

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Q. But when you say now is the battle,  
you mean the battle is three years ago?

MR. SIGNORACCI: Objection to form.

A. No. The battle started three  
years, and it's going to last another ten  
years. It's a battle that is ongoing. We  
are in the battle now.



J. Zufiria

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1 J. Zufiria

2 [REDACTED]

3 Q. Can you tell us the name of one  
4 analyst or consultant that considers IBM to  
5 be a meaningful competitor of Microsoft or  
6 Amazon in the public cloud space?

7 A. The first one is, we considered and  
8 we want to be in that market, and we have  
9 been invested in that market, so the  
10 analysts, they can say whatever they want,  
11 but it's our investment, our interest and our  
12 conversations with our clients.

13 Now, analysts, probably if you look  
14 at, we are in the -- we are in the -- in the  
15 picture of four analysts. Some of them would  
16 put us weaker in one place, stronger in other  
17 places. I mean, you have -- and I guess that  
18 they will say this, Forrester, Gartner, all  
19 of them.

20 We play and we compete, and we have  
21 the mission to be, and we are in the  
22 business, in particular in public cloud in  
23 the enterprise. Okay. We don't want to  
24 compete for the pictures in the public cloud.  
25 We compete to build a public cloud that is

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2 suited for the enterprise, who have specific  
3 characteristics. That's where we compete.  
4 That's where we serve.

5 We are a business-to-business  
6 business. Okay? Business to business, not  
7 business to consumer. And that's where we  
8 go. We don't have the volumes of the  
9 pictures. We have the data of your clients,  
10 and we have very clear strategy on how we  
11 compete through differentiation.

12 Q. This is part of the  
13 transformational strategy that this deck  
14 talks about; right? This is the future  
15 direction of IBM, where it's going?

16 A. Yes.

17 Q. And it will be going -- go ahead.

18 A. It has components not only of the  
19 infrastructure, also how we do application  
20 modification with our clients, to move the  
21 workloads into the direction of our IBM  
22 public cloud from the clients of enterprise.

23 Q. And did the integration of GBS and  
24 GTS have something to do with this new  
25 transformational strategy?



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A. Yes. It helps in the strategy.

Q. And what -- what does the integration of GBS and GTS have to do with the strategy that you have told us about?

A. When you move into the public cloud, you need to modernize the applications, and this is work that is done by GBS. At the same time that you prepare the infrastructure, that is the work that is done by GTS.

So, when we go to our client, we can compose the two elements in a better way that give us a competitive advantage, and we can develop the different economic parameters of our proposals between the GBS, the GTS, and also the public cloud component.

MR. DELIKAT: Shawn, let's put up our tab ten.

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

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Q. Do you know whether or not in 2019,